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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.20549

FORM D
NOTICE OF SALE OF SECURITIES

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31,2005
Estimated average burden
hours per response........16.00

OF SALE OF SECURITIES	SEC US	E ONLY	
ĐẦNT TO REGULATION D ECTION 4(6), AND/OR	Prefix	Serial	
MITED OFFERING EXEMPTION	DATE RI	ECEIVED	
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Name of Offering (Check if this is an amendment and name has changed, and indicate change.) D&A U.S. Large Cap Growth Fund III, L.P.	
Filing under(Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Type of Filing: New Filing X Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	DDOCESSE
Enter the information requested about the issuer	, NO SECOLO
Name of Issuer(X Check if this is an amendment and name has changed, and indicate change.) D&A U.S. Large Cap Growth Fund III, L.P.	MAY 06 2004
Address of Executive Offices (Number and Street, City, State, Zip Code) 123 Camino de la Reina #100-S San Diego CA 92108	Telephone Number(Including Area Code) THOMSON FINANCIAL
Address of Principal Business Operations (If different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number(Including Area Code)
Brief Description of Business: A CA LP organised to invest primarily in equities, bonds and case	h
Type of Business Organization corporation business trust limited partnership, already formed other (please specify)	04028186
Actual or Estimated Date of Incorporation or Organization: MONTH YEAR	Estimated C A
corporation X limited partnership, already formed other (please specify) business trust limited partnership, to be formed MONTH YEAR Actual or Estimated Date of Incorporation or Organization: 0 3 0 0 X Actual Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for state:	

GENERAL INSTRUCTIONS

FEDERAL:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commision (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washigton, D.C. 20549.

Copies Required: Five (5) opies of this notice must be filed with the SEC, one of which must be manually signed. Any Copies not manually signed must be photoopies of the manually signed opy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a State requires the payment of a fee as a precondition to the daim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The appendix to the notice constitutes a part of this notice and must be completed.

-ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

SEC 1972 (6/02)

A BASIC IDENTIFICATION DATA	
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; 	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 	
 Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and 	
iv. Each general and managing partner of partnership issuers.	
	·
Check Box(es) that apply: Promoter Beneficial Owner Executive Officer Director	X General and /or Managing Partner
Full Name(Last name first, if Individual)	
Dunham & Associates Securities, Inc.	
Business or Residence Address (Number and Street, City, State , Zip Code)	
123 Camino de la Reina,Suite 100 - S San Diego CA 92108	
Check Box(es) that apply: Promoter Beneficial Owner Executive Officer Director	General and /or Managing Partner
Full Name(Last name first, if Individual)	
Dunham Jeffrey A	
Business or Residence Address (Number and Street, City, State, Zip Code)	
123 Camino de la Reina,Suite 100 - S San Diego CA 92108	
Check Box(es) that apply: Promoter Beneficial Owner Executive Officer Director	General and /or Managing Partner

(Number and Street, City, State, Zip Code)

Full Name(Last name first, if Individual)

123 Camino de la Reina, Suite 100 - S San Diego CA 92108

Business or Residence Address

Iverson Denise

BUNGORMANOMICO AND	
	Yes No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual?	\$ \$ 250,000.00
	Yes No
3. Does the offering permit joint ownership of a single unit?	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and for with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	
Full Name (Last name first, if individual) Empire Financial Group	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1385 West State Rd. Langwood.FL 32750 Name of Associated Broker or Dealer	
Empire Financial Group	· ·
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	X All States
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INI	IWY [PR]
Full Name (Last name first, if individual) H-Beck, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
11140 Rockville Pike Rockville MD 20852	
Name of Associated Broker or Dealer H-Beck, Inc.	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual) Oak Brook Securities Corporati
Business or Residence Address (Number and Street, City, State, Zip Code) 17 W.Buterfield Road, Suite 30 Oakbrook Terrac IL 60181
Name of Associated Broker or Dealer Oak Brook Securities Corporation
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) OMNI Brokerage, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code) 10542 S. Jordan Gateway, Suite Salt Lake City, UT 84095
Name of Associated Broker or Dealer OMNI Brokerage, Inc.
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) G.A.Repple & Co.
Business or Residence Address (Number and Street, City, State, Zip Code)
Name of Associated Broker or Dealer C. A. Barrela & Co.
G.A. Repple & Co. States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) Capital Strategies, Ltd.
Busi ness or Residence Address (Number and Street, City, State, Zip Code)
537 Chesnut Street Philadelphia, PA 19106
Name of Associated Broker or Dealer Capital Strategies, Ltd
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) Spelman & Co., Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
2800 North Central Avenue, Phoenix, AZ 85004
Name of Associated Broker or Dealer Spelman & Co., Inc.
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) Financial West Group
Busi ness or Residence Address (Number and Street, City, State, Zip Code)
2663 Townsgate Rd. Westlake Villag, CA 91361
Name of Associated Broker or Dealer Financial West Group
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Mame (Last name first, if individual) First Montauk Securities Corp.
Business or Residence Address (Number and Street, City, State, Zip Code)
328 Newman Springs Rd. Red Bank NJ 07701
Name of Associated Broker or Dealer First Montauk Securities Corp.
States in Which Person Listed has Solicited or intends to Solicit Purchasers
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Full Name (Last name first, if individual) Gerard Securities, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
6165 Green wich Drive, Suite 15 San Diego. CA 92122
Name of Associated Broker or Dealer Gerard Securities, Inc.
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, If individual) Sigma Financial Corp.
Business or Residence Address (Number and Street, City, State, Zip Code)
4261 Park Road Ann Arbor.MI 48103
Name of Associated Broker or Dealer Sigma Financial Corp.
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) Monterey Bay Securities	- ,
Business or Residence Address (Number and Street, City, State, Zip Code)	
11 Seascape Village Aptos. CA 95003	
Name of Associated Broker or Dealer Monterey Bay Securities	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	•
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Full Name (Last name first, if individual) Breck & Yong Advisors, Inc.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
1110 Iron Point Rd., Suite 100 Folsom, CA 95630	
Name of Associated Broker or Dealer Breck & Yong Advisors	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	
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Full Name (Last name first, if individual) Jonathan Roberts Financial Gro	
Business or Residence Address (Number and Street, City, State, Zip Code)	
3550 Buschwood Park Dr., Suite Tampa.FL 33618	
Name of Associated Broker or Dealer Jonathan Roberts Financial Group	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	
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Full Name (Last name first, If individual) Mid-Atlantic Securities, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
308 Andreson Dr., Suite 207 Raleigh, NC 27609
Name of Associated Broker or Dealer Mid-Atlantic Securities, Inc.
States in Which Person Listed has Solicited or Intends to Solicit Pyrchasers
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ISCI X ISDI X ITNI X ITXI XIUTI IVTI XIWA XIWA XIWA XIWI XIWY XIWY XIWI XIWY XIWY XIWY XIWY
Full Name (Last name first, if individual) The Seidler Companies Incorpor
Business or Residence Address (Number and Street, City, State, Zip Code)
515 South Figueron St., Suite Los Angeles, CA 90017
Name of Associated Broker or Dealer The Seidler Companies Incorporated
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) Centaurus Financial Group
Business or Residence Address (Number and Street, City, State, Zip Code)
333 City Blvd., West Suite 201 Orange CA 92868
Name of Associated Broker or Dealer Centaurus Financial, Inc.
States in Which Person Listed has Solicited or Intends to Solicit Purchasers
(Check "All States or check individual States)
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Full Name (Last name first, if individual) QA3 Financial Corp.	-
Business or Residence Address (Number and Street, City, State, Zip Code)	_
One Valmont Plaza, 4th Fl. Omaha.NE 68154	
Name of Associated Broker or Dealer QA3 Financial Corp.	_
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	
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Full Name (Last name first, if individual) American Investors Company	_
Business or Residence Address (Number and Street, City, State, Zip Code)	—
75 Dublin Blvd., Suite D-169 Dublin, CA 94568	
Name of Associated Broker or Dealer American Investors Company	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	
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Full Name (Last name first, if individual) C.J.M. Planning Corp.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
223 Wanaque Avenue Pompton Lakes, NJ 07442	
Name of Associated Broker or Dealer C.J.M. Planning Corp.	
States in Which Person Listed has Solicited or Intends to Solicit Purchasers	
(Check "All States or check individual States)	
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Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box and Indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security offering price Sold Debt Equity..... Preferred Common Convertible Securities (including warrants)..... Partnership Interests..... \$ \$100,000,000.00 \$51,090,103,96 Other(Specify \$ \$ Total..... \$ \$100,000,000,00 \$51,090,103.96 Answer also in Appendix, Column 3, if filing under ULOE 2.Enter the number of accredited and non-accredited investors who have purchased securities in Aggregate this offering and the aggregate dollar amounts of their purchases. For offerings under Rule Number of Dollar Amount 504, indicate the number of persons who have purchased securities and the aggregate dollar Investors amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero". of Purchases Accredited Investors..... \$51,090,103.96 Non-accredited Investors.... O Total(for filing under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE 3. If this filing is for an offering under Rule 504 0r 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve(12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount securities Sold Type of offering Rule 505 Regulation A..... Regulation 504..... Total..... 4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. \$0.00 Transfer Agent's Fees..... \$1,000.00 Printing and Engraving Costs..... Legal Fees..... \$4,000.00 \$0.00 Accounting Fees..... \$0.00 Engineering Fees..... \$1,000,000.00 Sales Commissions (specify finders' fees separately)..... \$0.00 Other Expenses(Identify)..... \$1,005,000.00 Total.....

C. OFFERING PRICE: NUMBER OF INVESTORS EXPENSES AND USE OF PROCEEDS

्रं ०.० मचराप्रकारास्त्र	NUMBERIO PINVESTIORS EXPEN	SES A	NDWSE(6) ELER	CEED	Salvania de la companya de la compan		
b. Enter the difference between the aggregate Question 1 and total expenses furnished in rethe "adjusted gross proceeds to the issuer."	;		\$_	\$98,995,000.00			
 Indicate below the amount of the adjusted gros used for each of the purposes shown. If the an estimate and check the box to the left of the es equal the adjusted gross proceeds to the issue 	ve.						
		Payments to Officers,					
		Directors, & Payments to Affillates Others					
Salaries and fees	× \$	\$430,000.00	× \$	\$500,000.00			
Purchase of real estate		K \$	\$0.00	₹ \$	\$0.00		
Purchase, rental or leasing and insta	llation of machinery and equipment	× \$	0	× \$	\$0.00		
Construction or leasing of plant build	lings and facilities	X \$	\$0.00	X \$	\$0.00		
Acquisition of other business (include this offering that may be used in excanother issuer pursuant to a merger	change for the assets or securities of	X \$	\$0.00	× \$	\$0.00		
Repayment of indebtedness		X s	\$0.00	₹ s	\$0.00		
working capital		KT s	\$98,065,000.00	₩ s	\$0.00		
· ·		LJ '		∟ `			
· · · · · · · · · · · · · · · · · · ·							
		X 3	\$0.00	X \$	\$0.00		
Column Totals		X \$	\$98,495,000.00	\$	\$500,000.00		
Total Payments Listed(column totals		X \$	\$ 98,99	95,000.00			
	D.FEDERAL SIGNATURE	<u></u>					
The issuer has duly caused this notice to Rule 505, the the following signature con Commission upon written request of its to paragraph (b)(2) of Rule 502.	stitutes an undertaking by the issuer to	furnish	to the U.S. Securiti	es and	Exchange		
Issuer(Print or Type)	Signature	Date					
D&A U.S. Large Cap Growth Fund III, L.P.	l ^u			APR 2 3 2004			
Name of Signer(Print or Type)	Title of Signer(Print or Type)	,					
Denise Iverson	Chief Financial Officer						
	ATTENTION						
Intentional misstatements or	omissions of fact constitute federal c	riminal	l violations. (See	18 U.S.	C.1001.)		
					<u>.</u>		

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ESTATESIGNATURE

1. Is any party described in 17 CFR 230.262(c),(d), (e) or (f) presently subject to any disqualification	
provisions of such rule?	No X

See Appendix, Column 5, for state response

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D(17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption(ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer(Print or Type) D&A U.S. Large Cap Growth Fund III, L.P.	Signature . Jun 7 5. Um	Date APR 2.3.2004
Name(Print or Type)	Title(Print or Type)	,
Denise Iverson	Chief Financial Officer	·

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	to non-a	d to sell ccredited s in State	3 Type of Security and aggregate offering price offered in state	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)		
State	Yes	No	\$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ		ļ		}			<u> </u>			
AR										
CA		X		29 9	5,357,280.87				X	
со		<u> </u>								
CT		X		11	\$ 45,785.79				X	
DE							<u></u>			
DC										
FL.		X		1 5	2,224,751.42				X	
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APPENDIX

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1	to non-a	d to sell coredited s in State	3 Type of Security and aggregate offering price offered in state	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
МТ		X		11	\$ 90,741.14				X	
NE										
NV		X		9	\$ 42,819,375.	04			X	
NH	<u> </u>									
NJ			<u> </u>							
NM					<u> </u>					
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Foreign Investments total \$

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